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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et. al.</i>)	Bankruptcy Case No. 09-29905
)	Jointly Administered with Cases
Debtors)	09-29907 and 09-29908
)	
Address: 201 Heber Avenue)	Chapter 11
Park City, UT 84060)	
)	Honorable R. Kimball Mosier
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	
20-4502979 (Easy Street Partners, LLC), and)	[FILED ELECTRONICALLY]
84-1685764 (Easy Street Mezzanine, LLC))	
)	

**DEBTORS' MOTION TO EXTEND THE EXCLUSIVE PERIODS
FOR FILING CHAPTER 11 PLANS OF REORGANIZATION
AND OBTAINING ACCEPTANCES OF SUCH PLANS**

Easy Street Partners, LLC ("Partners"), Easy Street Mezzanine, LLC ("Mezzanine"), and Easy Street Holding, LLC ("Holding"), debtors and debtors in possession in the above captioned cases (collectively, the "Debtors") hereby move for entry of an order under 11 U.S.C. §1121(d)

extending for approximately 60 days their initial exclusive periods for proposing and obtaining acceptances of one or more plans of reorganization (the “Motion”). In support of the Motion, the Debtors respectfully represent as follows:

Background

1. On September 14, 2009 (the “Petition Date”), each of the Debtors filed a voluntary petition in this Court under chapter 11 of title 11 of the United States Code §§ 101, et seq. (the “Bankruptcy Code”). The Debtors continue to operate their business and manage their property as debtors-in-possession.

2. On October 2, 2009, the Office of the United States Trustee appointed an official committee of unsecured creditors (the “Committee”) to serve in these cases pursuant to Bankruptcy Code sections 1102 and 1103.

3. The Debtors are limited liability companies and affiliates of one another. Partners owns real estate and improvements constituting the Sky Lodge in Park City, Utah. Mezzanine is the 100% owner and managing member of Partners. Holding is the 100% owner and managing member of Mezzanine. Michael Feder, representing Park City I, LLC, Philo Smith, Jr., representing the Philo Smith, Jr. Trust, and William Shoaf, representing CloudNine Resorts, LLC are the co-managers of Holding and the other Debtors. The members of Holding are Park City I, LLC, Philo Smith Jr. Trust, Alchemy Ventures Trust, and CloudNine Resorts, LLC. Park City I, Philo Smith Jr. Trust and CloudNine Resorts, LLC constitute 61.25% of the membership interests of Holding. The remaining 38.75% of Holding is held by Alchemy Ventures Trust.

4. The Debtors maintain their corporate offices in 201 Heber Avenue, Park City, Utah 84060, and currently employ approximately ninety-nine full-time and part-time employees (excluding insiders).

5. The Sky Lodge is a luxury boutique hotel located in the middle of historic Main Street in Old Town Park City. It is an ultra stylish resort hotel offering all of Park City's amenities plus a restaurant offering both casual and fine dining, a bar and lounge, the spa Amatsu, and meeting and event venues and more.

6. The Sky Lodge is being sold as fractional ownership with a total of 176 one-eighth shares offered. There are 22 units in total, ranging from 1260 to 2700 square feet for the penthouse model. Owners buy individual units and not just the rights to a stay. Each owner is guaranteed two ski weeks (mid Dec. – mid April) each year plus 21 other days throughout the year for their own use. Stays not used by the owner may be rented out by the hotel and proceeds are split equally with the owner.

7. This Court has jurisdiction over the Motion under 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U. S. C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Exclusive Periods

8. Section 1121(b) of the Bankruptcy Code provides for an initial period of 120 days after the commencement of a chapter 11 case during which a debtor has the exclusive right to propose a plan of reorganization (the "Exclusive Proposal Period"). In addition, section 1121(c)(3) of the Bankruptcy Code provides that if a debtor proposes a plan within the Exclusive Proposal Period, it has the balance of 180 days after the commencement of the chapter 11 case to

solicit acceptances of such plan (the “Exclusive Solicitation Period”). During the Exclusive Proposal Period and the Exclusive Solicitation Period (together, the “Exclusive Periods”), plans of reorganization may not be proposed by any party in interest other than the debtor.

9. In these cases, the Debtors’ Exclusive Proposal Period will expire on January 12, 2010, unless extended, and their corresponding Exclusive Solicitation Period will expire on March 15, 2010, unless extended.¹

Relief Requested

10. By this Motion, the Debtors request entry of an order extending their Exclusive Proposal Period for approximately 60 days, to and including March 15, 2010, and extending their Exclusive Solicitation Period also for 60 days, to and including May 14, 2010. The Debtors further request that their right to seek additional extensions of one or both of the Exclusive Periods be preserved, without prejudice to the rights of other parties in interest to object to any additional extensions or to seek a reduction of the Exclusive Periods as previously extended.

Basis for Relief

11. The Exclusive Periods are intended to afford the Debtors a full and fair opportunity to rehabilitate their businesses and to negotiate and propose one or more reorganization plans without the disruption and deterioration of their businesses that might be caused by the filing of competing plans of reorganization by nondebtor parties.

12. Although the Debtors have made significant progress towards rehabilitation since the Petition Date, the Debtors are seeking to extend each of their Exclusive Periods by

¹ The Exclusive Solicitation Period actually expires on Saturday, March 13, 2010. However, since the expiration date occurs on a Saturday, under Bankruptcy Rule 9006, the expiration of the Exclusive Solicitation Period is Monday, March 15, 2010.

approximately 60 days in order to afford the Debtors additional time to develop, negotiate and propose one or more reorganization plans.

13. Section 1121(d) of the Bankruptcy Code provides, in pertinent part, that this Court may extend the Exclusive Periods for cause:

[O]n request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

11 U.S.C. § 1121(d).

14. The decision of whether to extend the Exclusive Periods is within the sound discretion of the Court given the facts and circumstances of each case. See In re Texaco, 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987). Courts have typically found guidance in and derived certain relevant factors from the legislative history of section 1121. See, e.g., Bunch v. Hollinger Indus., Inc. (In re Hoffinger Indus., Inc.), 292 B.R. 639, 643 (B.A.P. 8th Cir. 2003). These factors include: (1) the size and complexity of the case, (2) whether there has been sufficient time to negotiate a plan of reorganization and prepare adequate information, (3) the existence of good faith progress toward reorganization, (4) whether the debtor is paying its debts, (5) whether the debtor has demonstrated reasonable prospects for a viable plan, (6) whether the debtor has made progress in negotiating with creditors, (7) the length of time the case has been pending, (8) whether the debtor is seeking the extension to pressure creditors, and (9) whether unresolved contingencies exist. In re Dow Corning Corp., 208 B.R. 661, 664-665 (Bankr. E.D. Mich. 1997).

Cause Exists to Extend Exclusive Periods

15. The Debtors believe that the relevant factors weigh in favor of granting the Motion and extending the Exclusive Periods for the reasons set forth below.

a. Size and Complexity. Courts frequently grant an extension of the exclusive periods based upon the size and complexity of a chapter 11 case. See Gaines v. Perkins (In re Perkins), 71 B.R. 294, 297-300 (W.D. Tenn. 1987) (in case involving approximately 100 creditors holding approximately 225 claims aggregating \$10 million against estate valued at \$13 million, district court held that bankruptcy court's enlargements of the exclusivity period were not erroneous as a matter of law where, among other things, case was unusually large and complex). This case involves a boutique hotel which opened during the worst economic downturn in generations. The Debtors commenced operating the hotel at the end of December 2007 and had to file for bankruptcy protection due to the improper actions of one of its lenders -- BayNorth Realty Fund VI, LP ("BayNorth"). Moreover, the actions of BayNorth, which are fully set forth in the adversary proceeding commenced by the Debtors against BayNorth (the "Adversary Proceeding") have resulted, *inter alia*, in liens being placed on the Debtors' property, thereby disrupting sales of the fractional units.

(1) Partners' financial structure consists of (i) the prepetition secured obligations of WestLB AG ("WestLB") in the aggregate amount in excess of \$15,000,000, (ii) other prepetition secured obligations including mechanics' liens in excess of \$1.4 million, and (iii) trade and other general unsecured obligations of approximately \$2.5 million. It is clear from the foregoing that there are numerous creditors and other parties in interest in these cases.

(2) Mezzanine allegedly owes BayNorth in excess of \$11 million and has other unsecured debt of at least \$1,868,856.²

(3) Holdings has pledged its 100% interest in Mezzanine to BayNorth. In addition, Holdings has unsecured debt in the amount of at least \$1,852,904.

(4) Furthermore, an additional layer of complexity is the Adversary Proceeding commenced against BayNorth seeking the return from BayNorth of \$5.6 million that it has improperly retained, notwithstanding requests to return the money.

b. Sufficient Time to Prepare Adequate Information/Good Faith Progress to Reorganization/Progress in Negotiating with Creditors. Since the Petition Date, the Debtors have made significant progress in their chapter 11 cases, including the following:

- (1) Early on, the Debtors' management focused on preparing the budget and responding to the many time-consuming demands that inevitably accompany the commencement of a chapter 11 case, including responding to myriad inquiries from vendors, concerned employees and other parties in interest.
- (2) The Debtors obtained approval of the various first-day motions filed in this case and have taken necessary steps to implement the authorizations granted by such orders.
- (3) The Debtors negotiated a cash collateral stipulation with WestLB (the "Cash Collateral Stipulation"), which was approved by the Court.
- (4) The Debtors have complied with the various reporting requirements imposed by the United States Trustee, including the submission of initial and monthly reports.

² Certain of the unsecured debt of Mezzanine and Holding include debt that is owed by more than one Debtor, and thus may appear duplicative.

- (5) The Debtors have prepared and filed statements of financial affairs and schedules of assets, liabilities and contracts consistent with the Bankruptcy Code and Bankruptcy Rules.
- (6) In accordance with the terms of the Cash Collateral Stipulation, Partners has retained BDRC 4Site, LLC (“BDRC”) as a co-manager of the Sky Lodge hotel to assist Partners in managing its business operations and restructuring its obligations.
- (7) In accordance with the terms of the Cash Collateral Stipulation, Partners has retained Gemstone Hotels & Resorts, LLC (“Gemstone”) as a consultant to consult with and advise Partners and BDRC with respect to, among other things, the development of an effective business plan, operating projections, and project management.
- (8) Partners has retained Appraisal Group, Inc. and Paul W. Throndsen (“AGI”) as appraisal experts to, among other things, prepare an appraisal of the Debtor’s property for all purposes in this case.
- (9) The Debtors have submitted its business plan to WestLB, BDRC and Gemstone for comments and are awaiting comments.
- (10) The Debtors have discussed the basic terms of a plan of reorganization with West LB, and will circulate a draft term sheet outlining the terms of a plan of reorganization later this month.
- (11) The Debtors have commenced a lender liability action against BayNorth seeking the return of \$5.6 million from BayNorth, which recovery may assist in funding a plan of reorganization.
- (12) The Debtors have communicated with several different potential lenders and investors to provide exit financing and additional capital in this case. These parties have executed confidentiality agreements in connection therewith, and active discussions are ongoing.

Although the Debtors have made substantial progress and have retained additional professionals to assist in improving the business operations and refinancing the business plan, the Debtors need additional time to continue discussing the terms of a consensual plan of reorganization with WestLB, the creditors’ committee and the other constituents in this case.

Moreover, an appraisal is not expected to be completed until later this month, which is essential to finalize the ultimate treatment of various creditors' claims and interests under a plan of reorganization. It is expected that a plan of reorganization will be filed in January 2010.

c. Paying Debts. The Debtors have been paying their postpetition debts on an ongoing basis.

d. Length of Time. The Debtors' case are three months old and they have not previously requested an extension of the Exclusive Periods. There has not been an undue passage of time.

e. Creditors Will Not Be Prejudiced By An Extension. The requested extension of the Exclusive Periods will not prejudice the legitimate interests of any creditor or other party in interest. To the contrary, the proposed extension will advance the Debtors' efforts to preserve value and avoid unnecessary and wasteful motion practice. Moreover, given the current posture of these cases and certain unresolved issues, it would be premature and counter-productive for any non-Debtor party in interest to initiate the plan proposal process. Instead, the requested extension will increase the likelihood of a consensual resolution of these cases that preserves reorganization value much more than any plan that the Debtors might file at this time simply to preserve their exclusive rights -- or any creditor initiated plan process that lacks necessary foundation and support.

16. Based on the reorganization progress demonstrated to date, this first requested extension of the Exclusive Periods is justified on the particular facts of these cases. Moreover, a premature termination of the Exclusive Periods would deny the Debtors a meaningful opportunity to negotiate and propose a confirmable plan, and would be antithetical to the

paramount reorganization objective of chapter 11. A termination of the Debtors' Exclusive Periods at this time would encourage the development of competing multiple plans that could lead to unwarranted confrontations, litigation and increased administrative costs.

WHEREFORE, the Debtor respectfully requests that the Court extend by sixty days the Exclusive Periods.

DATED: December 18, 2009

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CERTIFICATE OF SERVICE

I hereby certify that the foregoing Debtor's Motion to Extend the Exclusive Periods to File and Confirm a Plan of Reorganization was served this 18th of December, 2009 via ECF notification, electronic mail and/or first-class mail, postage prepaid on the parties listed on the attached pages.

/s/ Kristin Hughes

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